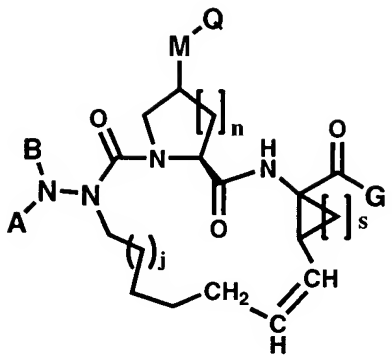
WHAT IS CLAIMED:

1. A compound of Formula I:



(I)

wherein

A is selected from:

(a) hydrogen;

(b) –(C=O)–O–R_1, where R_1 is selected from:

1. hydrogen,
2. C_1–C_6 alkyl,
3. C_3–C_{12} cycloalkyl,
4. substituted C_3–C_{12} cycloalkyl,
5. aryl,
6. substituted aryl,
7. heteroaryl,
8. substituted heteroaryl,
9. heterocycloalkyl,
10. substituted heterocycloalkyl, or
11. –C_1–C_6 alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

(c) –(C=O)–R_2, where R_2 is selected from:

1. $-R_1$, where R_1 is as previously defined,
2. alkylamino,
3. dialkyl amino,
4. arylamino, or
5. diarylamino;

(d) $-C(=O)-NH-R_2$, where R_2 is as previously defined;

(e) $-C(=S)-NH-R_2$, where R_2 is as previously defined;

(f) $-S(O)_2-R_2$, where R_2 is as previously defined;

B is hydrogen or C_1-C_6 alkyl;

G is

(a) –OH;

(b) $-O-(C_1-C_{12}$ alkyl);

(c) $-NH-R_2$, where R_2 is as previously defined;

(d) $-NHS(O)_2-R_1$, where R_1 as previously defined;

(e) $-(C=O)-R_2$, where R_2 as previously defined;

(f) $-(C=O)-O-R_1$, where R_1 as previously defined; or

(g) $-(C=O)-NH-R_2$, where R_2 as previously defined;

M is absent or selected from:

(a) –O–;

(b) –S–;

(c) –NH–; or

(d) $-NR_1-$, wherein R_1 is previously defined;

Q is selected from:

(a) aryl;

(b) substituted aryl;

(c) heteroaryl;

(d) substituted heteroaryl;

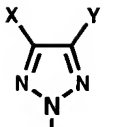
(e) heterocycloalkyl; or

(f) substituted heterocycloalkyl;

j = 0, 1, 2, 3, or 4;

n = 0, 1, or 2; and

s = 0, 1, or 2.

2. A compound of formula I, wherein M is absent and Q is  , wherein X and Y are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

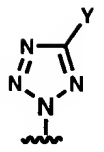
f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, X and Y are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

3. A compound of formula I, wherein M is absent and Q is  wherein Y is selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

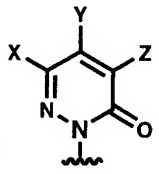
e) substituted aryl;

f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

4. A compound of formula I, wherein M is absent and Q is  wherein X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

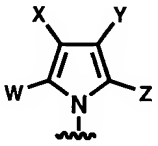
f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, X and Y or Y and Z are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

5. A compound of formula I, wherein M is absent and Q is 

wherein W, X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

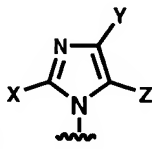
f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, W and X, X and Y, or Y and Z are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

6. A compound of formula I, wherein M is absent and Q is 

wherein X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

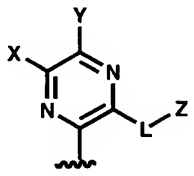
f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, Y and Z are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

7. A compound of formula I, wherein M is –O– and Q is 

wherein

L is M, where M is as previously defined;

X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

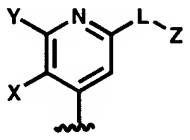
f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, X and Y are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

8. A compound of formula I, wherein M is –O– and Q is 

wherein

L is M, where M is as previously defined;

X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

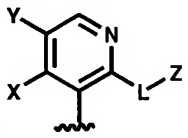
f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, X and Y are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl; or

9. A compound of formula I, wherein M is –O– and Q is 

wherein

L is M, where M is as previously defined;

X, Y, and Z are each independently selected from:

a) $-C_1-C_6$ alkyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

b) $-C_2-C_6$ alkenyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

c) $-C_2-C_6$ alkynyl containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N, optionally substituted with one or more substituent selected from halogen, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl;

d) aryl;

e) substituted aryl;

f) heteroaryl;

g) substituted heteroaryl;

h) heterocycloalkyl; or

i) substituted heterocycloalkyl;

or in the alternative, X and Y are taken together with the carbons to which they are attached to for a cyclic moiety selected from: aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl.

10. A compound according to claim 1 represented by formula I selected from:

Compound of formula I, wherein A = Boc, B = hydrogen, G =OEt, M = –O–, Q = hydrogen, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G =OEt, M = –O–, Q = $-S(O)_2CH_3$, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G =OEt, M = –O–, Q = 2-thiophenyl-quinolin-4-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 2-thiophenyl-quinolin-4-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G =OEt, M is absent, Q = 4,5-diphenyltriazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 4,5-di-thiophenyltriazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 4-(thiophen-3-yl)-5-(p-methoxyphenyl)triazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 4-(n-butyl)-5-phenyltriazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 5-(3-methoxyphenyl)tetrazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 5-(4-pyridyl)tetrazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 5-(3,4-dichlorophenyl)tetrazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 5-(3-bromo-4-methoxy-phenyl)tetrazol-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 4-(4-fluoro-phenyl)-6-phenyl-1H-pyridazin-3-on-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M is absent, Q = 6-phenyl-5-piperidin-1-yl-1H-pyridazin-3-on-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-Methoxy-2-phenyl-quinolin-4-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-Methoxy-2-thiazolyl-quinolin-4-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-Methoxy-2-thiophenyl-quinolin-4-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-Methoxy-3-(thiophen-2-yl)-1H-quinoxalin-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 6-Methoxy-3-(thiophen-2-yl)-1H-quinoxalin-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-Methoxy-3-[2-(thiophen-2-yl)vinyl]-1H-quinoxalin-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 6-Methoxy-3-[2-(thiophen-2-yl)vinyl]-1H-quinoxalin-2-yl, and j = n = s = 1;

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-Methoxy-3-[2-(pyridin-2-yl)vinyl]-1H-quinoxalin-2-yl, and j = n = s = 1; or

Compound of formula I, wherein A = Boc, B = hydrogen, G = OH, M = –O–, Q = 7-methoxy-3-[2-(pyridin -2-yl)vinyl]-1H-quinoxalin-2-yl, and j = n = s = 1.

11. A pharmaceutical composition comprising an anti-hepatitis C virally effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt, ester, or prodrug thereof, in combination with a pharmaceutically acceptable carrier or excipient.

12. A method of treating a hepatitis C viral infection in a mammal, comprising administering to the mammal an anti-hepatitis C virally effective amount of a pharmaceutical composition according to claim 11.

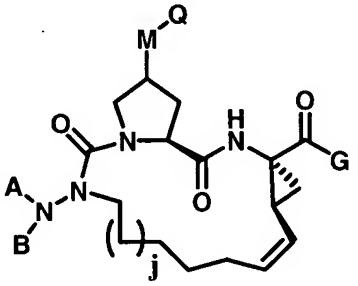
13. A method of inhibiting the replication of hepatitis C virus, the method comprising supplying a hepatitis C viral NS3 protease inhibitory amount of the pharmaceutical composition of claim 11.

14. The method of claim 13 further comprising administering concurrently an additional anti-hepatitis C virus agent.

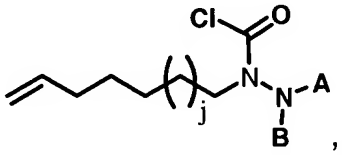
15. The method of claim 14, wherein said additional anti-hepatitis C virus agent is selected from the group consisting of: α-interferon, β-interferon, ribavarin, and adamantine.

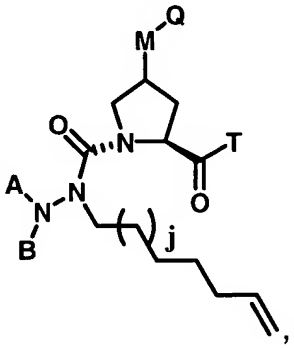
16. The method of claim **14**, wherein said additional anti-hepatitis C virus agent is an inhibitor of another target in the hepatitis C virus life cycle, which is selected from the group consisting of: helicase, polymerase, metalloprotease, and IRES.

17. A process of making compounds of formula I:



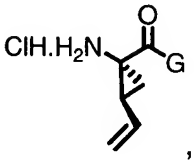
wherein A, B, G, M, Q, j, n, and s are as defined in claim 1, comprising the steps of:

(a) reacting a compound of formula (**A**):  , wherein A, B, and j is as defined in claim 1 with a hydroxyproline ethyl ester derivative of formula (**B**): in the presence of a base to form a compound of formula (**C**):

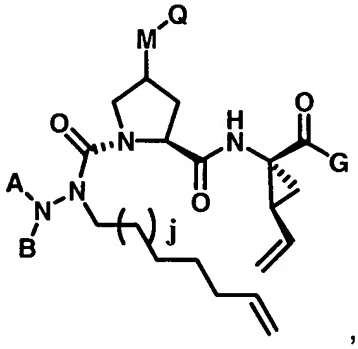


wherein A, B, and j are as defined in claim 1 and T is selected from OH, OMe, or OEt;

(b) reacting a compound of formula B with a compound of formula (**D**):



, wherein G is as defined in claim 1, under standard amide formation conditions to form a compound of formula (**E**):



, wherein A, B, G, M, Q, and j are as defined in claim 1; and

(c) reacting compound of formula E with a Ruthenium-based catalyst.